

State of Idaho

Department of State.

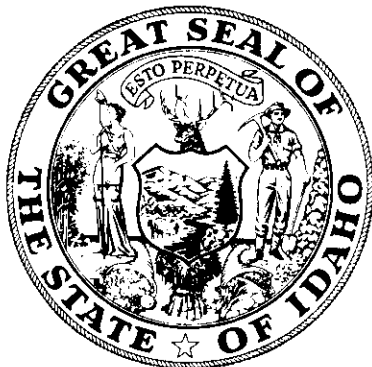
CERTIFICATE OF AUTHORITY OF

70001 Ltd.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of 70001 Ltd.
_____ for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to 70001 Ltd.
_____ to transact business in this State under the name 70001 Ltd.
_____ and attach hereto a duplicate original of the Application for such Certificate.

Dated January 20, _____, 19 81



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Nonprofit Corporation)

JAN 20 1971

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

- 1. The name of the corporation is 70001 Ltd.
- 2. *The name which it shall use in Idaho is 70001 Ltd.
- 3. It is incorporated under the laws of the State of Delaware
- 4. The date of its incorporation is January 7, 1976 and the period of its duration is perpetual.
- 5. The address of its principal office in the state or country under the laws of which it is incorporated is University Office Plaza, The Chopin Building, Suite 201, Newark, Delaware 19702
- 6. The address of its proposed registered office in Idaho is c/o The Prentice-Hall Corporation Systems, Inc. One Capital Center, Boise, Idaho 83702 and the name of its proposed registered agent in Idaho at that address is The Prentice-Hall Corporation System, Inc.
- 7. The purpose or purposes which it proposes to pursue in Idaho are: To design, develop and implement programs of training in the areas of business administration, and to rehabilitate young persons who are, have been, or can be classified or described as economically, socially or educationally disadvantaged, and in furtherance of the foregoing
- 8. The names and respective addresses of its directors and officers are: (continued on opposite side)

Name	Office	Address
See Attachment A		

(continued on reverse)

OFFICERS OF 70001 LTD.

Mr. Roger D. Semerad
Chairman and Chief Executive Officer
70001 Ltd.
1750 Pennsylvania Avenue, N. W.
Suite 301
Washington, D.C. 20006

Lawrence C. Brown, Jr., Esquire
President
70001 Ltd.
University Office Plaza
The Chopin Building
Suite 201
Newark, Delaware 19702

Ben Cotten, Esquire
Secretary of 70001 Ltd.
Cotten, Day & Doyle
1899 L Street, N. W.
Washington, D. C. 20036

Mr. John J. Mulcahy
Treasurer of 70001 Ltd.
Philadelphia National Bank
FC-2-3-45
Post Office Box 7618
Philadelphia, Pennsylvania 19101

BOARD OF DIRECTORS

Mr. Alan J. Ballard
Community Relations Supervisor
Southern New England Telephone
365 John Street
Bridgeport, Connecticut 06604

Mr. William Byrd
President, SEVCA
10 Rockland Street
Roxbury, Massachusetts 02119

Ms. Manera A. Constantine
Director, Professional Services
DECA, Inc.
1908 Association Drive
Reston, Virginia 22091

Mrs. Holly Coors
100 Castle Rock Road
Golden, Colorado 80401

Mr. Robert A. Eidson
President
Decisions and Designs, Inc.
Suite 600
8400 Westpark Drive
McLean, Virginia 22101

The Honorable William Frenzel
1026 Longworth Building
Washington, D. C. 20515

Mr. Loyd Hackler
President
American Retail Federation
1616 H Street, N. W.
Suite 600
Washington, D. C. 20006

Mr. William H. Kolberg
President
National Alliance of Business
1015 15th Street, N. W.
Washington, D. C. 20005

Mr. Larry Loomis
President
Awards Unlimited
225 South 18th Street
Lincoln, Nebraska 68508

Dr. George B. McGorman
Executive Secretary
Delaware Advisory Council
on Career Education
Post Office Box 897
Dover, Delaware 19901

Dean Owen Peagler
Dean of the School of Continuing
and Career Education
Eastern Connecticut State College
Willimantic, Connecticut 06226

Mr. Tully Plesser
President
Concensus, Inc.
770 Lexington Avenue
New York, New York 10021

Ms. Irene E. Portillo
Coordinator of Coop. Education
Rio Hondo Community College
3600 Workman Mill Road
Whittier, California 90608

Mr. Kenneth Rietz
President
Kenneth Rietz and Company
120 E. DeLaGuerra Street
Santa Barbara, California 90028

CERTIFICATE OF INCORPORATION 81 JAN 20 AM 11 17

OF

70001 LTD.

SECRETARY OF
STATE

The undersigned, a natural person, for the purpose of organizing a corporation not for profit and without authority to issue capital stock under the provisions and subject to the requirements of the laws of the State of Delaware (particularly Chapter 1, Title 6 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified and referred to as the "General Corporation Law of the State of Delaware"), hereby certifies that:

FIRST: The name of the corporation (hereinafter called the "corporation") is

70001 LTD.

SECOND: The address, including street, number, city, and county, of the registered office of the corporation in the State of Delaware is 820 South State Street, City of Dover, County of Kent, Delaware 19901; and the name of the registered agent of the corporation in the State of Delaware at such address is The Prentice-Hall Corporation System, Inc.

THIRD: The nature of the objects and purposes proposed to be promoted or carried on by the corporation are to do any or all of the things hereinafter mentioned, as fully and to the same extent as natural persons might or could do, and in any part of the United States, viz.:

To design, develop and implement programs of training in the areas of business administration, and to rehabilitate young persons who are, have been, or can be classified or described as economically, socially or educationally disadvantaged, and in furtherance of the foregoing, the corporation is hereby organized exclusively for educational purposes, including for any such purpose or purposes, the corporation and its section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

The corporation shall have the authority to exercise all of the powers conferred upon corporations organized not for profit and without authority to issue capital stock under the provisions of the General Corporation Law of the State of Delaware, provided, that the exercise of any such powers shall be in furtherance of the aforesaid exempt purpose of the corporation.

FOURTH: The corporation is not to have authority to issue capital stock.

No part of the assets, income, profits or net earnings of the corporation shall inure to the benefit of or be distributable to its directors, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this certificate of incorporation, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(e)(2) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent Federal tax laws).

The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent Federal tax laws); shall not engage in any act of self-dealing as defined in Section 4941(a) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent Federal tax laws); shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent Federal tax laws); shall not make any investments in such manner as to subject it to tax under Section 4942 of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent Federal tax laws); and shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent Federal tax laws).

Upon the dissolution, final liquidation, or winding up of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for the same or similar not-for-profit educational purposes as shall at the time qualify as an exempt organization or organizations under Section 511(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine.

FIFTH: The name and the mailing address of the incorporator are as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
R. G. Dickerson	220 South State Street Dover, Delaware 19901

SIXTH: The duration of the corporation is to be perpetual.

SEVENTH: For the management of the business and for the conduct of the affairs of the corporation, and for the creation, definition, limitation and regulation of the powers of the corporation and of its governing body and the member or members thereof, as the case may be, it is hereby provided:

1. After the original or other By-Laws of the corporation have been adopted, amended, or repealed, as the case may be, by the incorporator, the power to adopt, amend, or repeal the By-Laws of the corporation may be exercised by the Board of Directors of the corporation.

2. The activities and affairs of the corporation shall be managed by or under the direction of its governing body, which in this certificate of incorporation, is referred to as a Board of Directors, although said Board may consist of only one member, and although the member or members of said governing body may be designated as a trustee or trustees, a manager or managers, a governor or governors, or otherwise under any provision of the By-Laws.

3. The number of directors constituting the initial whole Board of Directors shall be the number fixed in the original or initial By-Laws. Thereafter, the number of directors constituting the whole Board shall be fixed from time to time in the manner prescribed in the By-Laws. The phrase "whole Board" shall be deemed to mean the total number of directors which the corporation would have if there were no vacancy or vacancies.

4. A director shall have such qualifications as may be prescribed in the By-Laws. The initial Board of Directors shall be elected by the incorporator. Thereafter, each successive Board of Directors shall be elected by the members of the corporation; provided, that, in the interim between annual or special elections by such members, the directors in office, though less than a quorum, may fill any newly created directorship and any vacancy, including a vacancy which results from the removal of any director or directors by such members, but which is unfilled by such members.

5. Except as may otherwise be provided under the provisions of the General Corporation Law of the State of Delaware, any or all of the directors may be removed for or without cause by action of a majority of the members.

6. Any person who is or was a director, officer, agent, or employee of the corporation or is or was serving, at the request of the corporation, as a director, officer, agent, or employee of another corporation, trust, or enterprise shall be entitled to be indemnified by the corporation upon the same terms, under the same conditions, and to the same extent as though he were a present or past director, officer, agent, or employee of a corporation of any type or kind organized under the General Corporation Law of the State of Delaware; provided that his conduct or action was in furtherance of, or in connection with, the exempt purposes of the corporation.

7. The members of the corporation shall consist of those persons who are, at any given time, serving as its Board of Directors, and such persons shall be the sole electors of the Board of

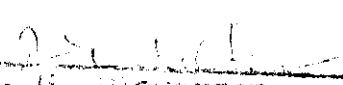
Directors, and each shall be entitled to one vote for directors, and upon any other matter requiring a vote under the provisions of the General Corporation Law of Delaware.

Except as may be otherwise provided by the General Corporation Law of Delaware, a quorum shall consist of a majority of the members, or the sole member if there be only one. In all matters except the election of directors, a majority of the votes cast, a quorum being present, shall carry, and, in the election of directors, which need not be by ballot, a plurality of the votes cast shall elect.

8. Meetings shall be held at such place within or without the State of Delaware as may be designated by or in the manner provided in the By-Laws. Except as the General Corporation Law of the State of Delaware or as this certificate of incorporation may otherwise provide, the By-Laws of the corporation shall or may provide, as the case may be, for the record date, time, call, lapse of period of time after notice, actual or constructive notice of meetings or of actual or constructive waiver of notice thereof, the authority to vote, consent, or dissent in person or by proxy representation and the duration of any proxy, and the conduct of meetings, including provisions for the adjournment thereof.

SIXTH: From time to time, and in furtherance of the exempt purposes for which the corporation is being organized, any of the provisions of this certificate of incorporation may be amended, altered or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the members of the corporation by this certificate of incorporation are granted subject to the provisions of this Article SIXTH.

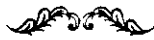
Signed on January 2, 1976.



R. G. Dickerson
Incorporator



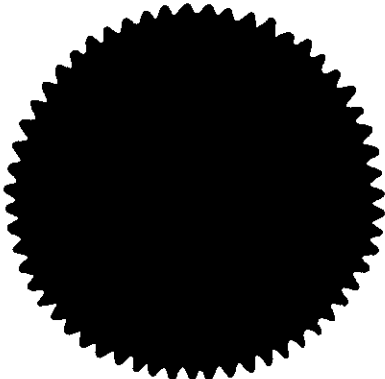
State of DELAWARE



Office of SECRETARY OF STATE

I, Glenn C. Kenton Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Incorporation of the "70001 LTD.", as received and filed in this office
the seventh day of January, A.D. 1976, at 9 o'clock A.M.

In Testimony Whereof, *I have hereunto set my hand*
and official seal at Dover this Sixth *day*
of January *in the year of our Lord*
one thousand nine hundred and eighty-one.



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF INCORPORATION

70001 LTD., a corporation duly organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. That the date of filing of its original Certificate of Incorporation is January 7, 1976.
2. That at a meeting of the Board of Directors of the corporation a resolution was duly adopted amending Article Third to the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and directing that the President take the necessary steps to amend the Certificate of Incorporation.
3. That the amendment to the Certificate of Incorporation be as follows: Article Third be amended by substituting the words 'vocational education' in the place of 'business administration' in lines 7 and 8, so that Article Third will read in its entirety as follows:

THIRD: The nature of the objects and purposes propose to be promoted or carried on by the corporation are to do any or all of the things hereinafter mentioned, as fully and to the same extent as natural persons might or could do, and in any part of the United States, viz.:

To design, develop, and implement programs of training in the areas of vocational education, and to rehabilitate young persons who are, have been, or can be classified or described as economically, socially or educationally disadvantaged, and in the furtherance of the foregoing, the corporation is hereby organized exclusively for educational purposes, including for any such purpose or purposes, the organizations under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law.)

The corporation shall have the authority to exercise all of the powers conferred upon corporations organized not for

profit and without authority to issue capital stock under the provisions of the General Corporation Law of the State of Delaware, provided, that the exercise of any such powers shall be in furtherance of the aforesaid exempt purpose of the corporation.

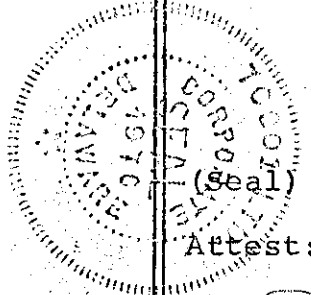
4. Such amendment is authorized pursuant to Article Eighth.

5. Such amendment to the Certificate of Incorporation was duly adopted in accordance with the General Corporation Law of Delaware.

IN WITNESS WHEREOF, the corporation has caused this certificate to be signed by its President, Kenneth M. Smith, attested by its Secretary, Ben Cotten, and its corporate seal affixed this 19th day of May, 1976.

70001 LTD.

By Kenneth M. Smith
Kenneth M. Smith
President



Attest:

Ben Cotten
Ben Cotten
Secretary

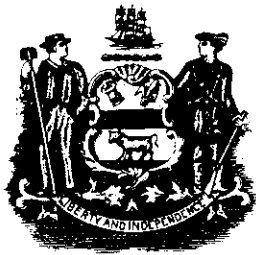
STATE OF DELAWARE)
 ss:
COUNTY OF)

BE IT REMEMBERED, that on May 19th, 1976, before me, a Notary Public duly authorized by law to take acknowledgment of deeds, personally came Kenneth M. Smith, President of 70001 LTD., who duly signed the foregoing instrument before me and acknowledged that such signing is his act and deed, that such instrument as executed is the act and deed of said corporation, and that the facts stated therein are true.

GIVEN under my hand on May 19, 1976.

Bette R. ...
Notary Public

My commission expires: 1979

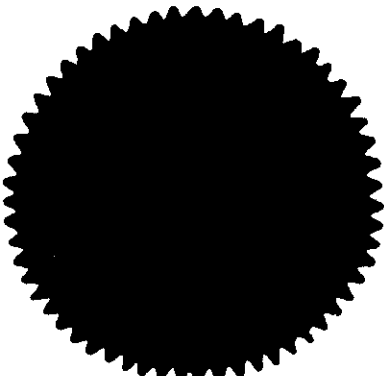


State of DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Amendment of the "70001 LTD.", as received and filed in this office
the twenty-first day of May, A.D. 1976, at 9 o'clock A.M.

In Testimony Whereof, *I have hereunto set my hand*
and official seal at Dover this sixth *day*
of January *in the year of our Lord*
one thousand nine hundred and eighty-one.



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

O. Evans Denney

O. Evans Denney, Assistant Secretary of State